

BILL OF SALE

MAR 14 1994 - 11 15 AM

CHEMICAL BANK
as successor by merger to INTERSTATE COMMERCE COMMISSION
Manufacturers Hanover Trust Company
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1976
(Series 14)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 1, 1976, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 16, 1994.

CHEMICAL BANK

By: *Lucy Scherz*

(CORPORATE SEAL)

Attest:

P. Kelly
Its Trust Officer

STATE OF NEW YORK)
COUNTY OF New York SS

On this 28th day of February, 1994, before me, a Notary Public in and for said State and County, personally appeared ERICA J. SCHERZ and P. Kelly, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of Chemical Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Annabelle DeLuca
Notary Public

My Commission Expires:

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1995

UTC2044

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R014

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
61	GONT	100	UNPX102300,UNPX102309,UNPX102313,UNPX102317, UNPX102320,UNPX102322,UNPX102335-UNPX102336, UNPX102339,UNPX102342-UNPX102343,UNPX102348- UNPX102349,UNPX102352,UNPX102355,UNPX102361- UNPX102362,UNPX102366,UNPX102368-UNPX102369, UNPX102375-UNPX102376,UNPX102378,UNPX102381, UNPX102389,UNPX102392,UNPX102395,UNPX102399, UNPX102405-UNPX102406,UNPX102411,UNPX102420, UNPX102423,UNPX102428-UNPX102429,UNPX102433, UNPX102442,UNPX102447,UNPX102451,UNPX102455, UNPX102458,UNPX102463,UNPX102469,UNPX102473, UNPX102475,UNPX102478,UNPX102480,UNPX102482- UNPX102484,UNPX102486-UNPX102487,UNPX102492, UNPX102497,UNPX102516,UNPX102522,UNPX102527, UNPX102535,UNPX102541,UNPX102563,UNPX102573

61 TOTAL